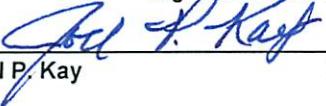
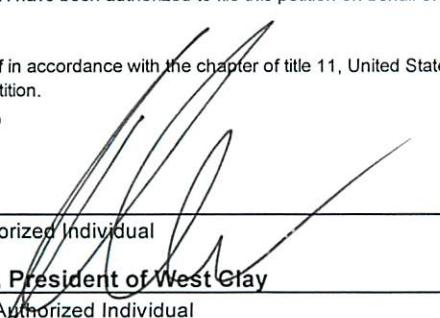


UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION		Voluntary Petition																																																																																																															
Name of Debtor (if individual, enter Last, First, Middle): Tribeca Lofts LP		Name of Joint Debtor (Spouse) (Last, First, Middle):																																																																																																															
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																																																																																																															
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 81-0547065		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																																																																																																															
Street Address of Debtor (No. and Street, City, and State): 1210 West Clay Houston, TX		Street Address of Joint Debtor (No. and Street, City, and State):																																																																																																															
		ZIP CODE 77019	ZIP CODE																																																																																																														
County of Residence or of the Principal Place of Business: Harris		County of Residence or of the Principal Place of Business:																																																																																																															
Mailing Address of Debtor (if different from street address): 1210 West Clay Houston, TX		Mailing Address of Joint Debtor (if different from street address):																																																																																																															
		ZIP CODE 77019	ZIP CODE																																																																																																														
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE																																																																																																															
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																																																																																																														
Limited Partnership	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																																																																																																															
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).																																																																																																															
		 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																																																																																																															
Statistical/Administrative Information <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="10" style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</td> </tr> <tr> <td colspan="10"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. </td> </tr> <tr> <td colspan="10"> Estimated Number of Creditors <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1-49</td> <td style="width: 10%;">50-99</td> <td style="width: 10%;">100-199</td> <td style="width: 10%;">200-999</td> <td style="width: 10%;">1,000-5,000</td> <td style="width: 10%;">5,001-10,000</td> <td style="width: 10%;">10,001-25,000</td> <td style="width: 10%;">25,001-50,000</td> <td style="width: 10%;">50,001-100,000</td> <td style="width: 10%;">Over 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> </td> </tr> <tr> <td colspan="10"> Estimated Assets <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">\$0 to \$50,000</td> <td style="width: 10%;">\$50,001 to \$100,000</td> <td style="width: 10%;">\$100,001 to \$500,000</td> <td style="width: 10%;">\$500,001 to \$1 million</td> <td style="width: 10%;">\$1,000,001 to \$10 million</td> <td style="width: 10%;">\$10,000,001 to \$50 million</td> <td style="width: 10%;">\$50,000,001 to \$100 million</td> <td style="width: 10%;">\$100,000,001 to \$500 million</td> <td style="width: 10%;">\$500,000,001 to \$1 billion</td> <td style="width: 10%;">More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> </td> </tr> <tr> <td colspan="10"> Estimated Liabilities <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">\$0 to \$50,000</td> <td style="width: 10%;">\$50,001 to \$100,000</td> <td style="width: 10%;">\$100,001 to \$500,000</td> <td style="width: 10%;">\$500,001 to \$1 million</td> <td style="width: 10%;">\$1,000,001 to \$10 million</td> <td style="width: 10%;">\$10,000,001 to \$50 million</td> <td style="width: 10%;">\$50,000,001 to \$100 million</td> <td style="width: 10%;">\$100,000,001 to \$500 million</td> <td style="width: 10%;">\$500,000,001 to \$1 billion</td> <td style="width: 10%;">More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> </td> </tr> </table>				THIS SPACE IS FOR COURT USE ONLY										<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Tribeca Lofts LP	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: None	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Date	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Tribeca Lofts LP
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ X _____</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p> <p>Signature of Attorney*  Joel P. Kay Bar No. 1112100</p> <p>Hughes Watters Askanase Three Allen Center 333 Clay, 29th Floor Houston, TX 77002</p> <p>Phone No. (713) 759-0818 Fax No. _____ <u>December 3, 2010</u></p> <p>Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>Tribeca Lofts LP  Signature of Authorized Individual <u>Randall Davis, President of West Clay</u> Printed Name of Authorized Individual <u>Partners Inc, Gen. Partner of Tribeca</u> Title of Authorized Individual Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative) (Printed Name of Foreign Representative) Date _____</p> <p>Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) Address _____ X _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>

In re Tribeca Lofts LP

Case No.

(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value	Amount Of Secured Claim
1210 West Clay Street; Houston, Texas 77019 Lot Nos. 9, 10, 11, 12, 13, 14, 15, 16, 7, 8, 19, 20, 21, and 22 in Block 2 of the HARLOW ADDITION; also the space heretofore known as alleyway in the south portion of said Block between Lots 13 and 18, and 14, 15, 16, and 17 therein, such addition being in the City of Houston, SSBB, in Harris County, Texas, and map thereof being recorded in Volume 479, Page 258 of the Deed Records of Harris County, Texas.	Fee Simple	\$3,400,000.00	\$2,237,248.00

Total: \$3,400,000.00

(Report also on Summary of Schedules)

In re Tribeca Lofts LP

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home- stead associations, or credit unions, brokerage houses, or cooperatives.	X	Checking Account International Bank of Commerce 5615 Kirby Drive Houston, Texas 77005 Acct: xxxxxxxxx0801	\$110,509.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Lloyd's of London Coverage of \$4,058,800.00	\$0.00
		United Specialty - General Liability Incorporated into larger policy	\$0.00
		McGawan & Co. Incorporated into larger policy	\$0.00

In re Tribeca Lofts LP

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 1*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re Tribeca Lofts LP

Case No. _____

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential tort, contractual and/or statutory liability claims against Wells Fargo Bank, N.A. Trustee and Orix Capital Markets, LLC	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		

In re Tribeca Lofts LP

Case No.

(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property		Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Key Machine		\$250.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Total >

\$110,759.00

In re Tribeca Lofts LP

Case No. _____

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds
\$146,450.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODETOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxxx9402		DATE INCURRED: January 2004 NATURE OF LIEN:				\$2,237,248.00	
Berkadia Commercial Mortgage 118 Welsh Road Horsham, PA 19044		COLLATERAL: Real Estate REMARKS: Currently holding approximately 477,359 in escrow for 2010 tax assessments, and \$8,643 in escrow for insurance payment.					
		VALUE: \$3,000,000.00					

Subtotal (Total of this Page) > **\$2,237,248.00** \$0.00
Total (Use only on last page) > **\$2,237,248.00** \$0.00

No continuation sheets attached

(Report also on
Summary of
Schedules.) (If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

 Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

*Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Andrews Myers Coulter & Hayes, P.C. 3900 Essex Lane, Suite 800 Houston, Texas 77027		DATE INCURRED: CONSIDERATION: REMARKS:				\$29,503.50
ACCT #: Century Air Conditioning P.O. Box 201864 Houston, Texas 77216		DATE INCURRED: CONSIDERATION: REMARKS:				\$1,489.52
ACCT #: Commercial Washer 2215 Congress Street Houston, Texas		DATE INCURRED: CONSIDERATION: REMARKS:				\$170.06
ACCT #: Dakota Lofts 711 William Street Houston, Texas 77002		DATE INCURRED: CONSIDERATION: REMARKS:				\$3,029.97
ACCT #: Element Architects 1210 West Clay, No. 11 Houston, Texas 77019		DATE INCURRED: CONSIDERATION: REMARKS:				\$17,500.00
ACCT #: Hogg Palace 401 Louisiana Houston, Texas 77002		DATE INCURRED: CONSIDERATION: REMARKS:				\$678.00
Subtotal >						\$52,371.05
Total >						
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
ACCT #: Johnson Supply 10151 Stella Link Road Houston, Texas 77025		DATE INCURRED: CONSIDERATION: REMARKS:			\$749.08
ACCT #: Konica Minolta Business Solutions 21146 Network Place Chicago, IL 60673-1211		DATE INCURRED: CONSIDERATION: REMARKS:			\$592.17
ACCT #: Message America P.O. Box 682812 Houston, Texas 77268		DATE INCURRED: CONSIDERATION: REMARKS:			\$39.33
ACCT #: Namco Manufacturing P.O. Box 4355 Houston, Texas 77210-4355		DATE INCURRED: CONSIDERATION: REMARKS:			\$250.77
ACCT #: Plant Interscapes 5436 Babcock Road San Antonio, Texas 78249		DATE INCURRED: CONSIDERATION: REMARKS:			\$148.48
ACCT #: Randall Davis Company 1210 West Clay Houston, Texas 77019		DATE INCURRED: CONSIDERATION: REMARKS:			\$3,000.00
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal >			\$4,779.83
		Total >			
		(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)			

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Reliant Energy P.O. Box 650475 Dallas, Texas 75265-0475		DATE INCURRED: CONSIDERATION: REMARKS:				\$185.94
ACCT #: Safe Rent P.O. Box 402453 Atlanta, GA 30384-2453		DATE INCURRED: CONSIDERATION: REMARKS:				\$16.28
ACCT #: Southwest Irrigation Systems, Inc. PMB 401 3350 Highway 6 Sugar Land, Texas 77478		DATE INCURRED: CONSIDERATION: REMARKS:				\$88.84
ACCT #: TBG Partners 901 South MoPac Building 2, Suite 350 Austin, Texas 78746		DATE INCURRED: CONSIDERATION: REMARKS:				\$1,537.19
ACCT #: The PDC Group 14011 Park Drive, Suite 209 Tomball, Texas 77377		DATE INCURRED: CONSIDERATION: REMARKS:				\$16,000.00

Sheet no. 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$17,828.25

Total > \$74,979.13

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Amy Meredt Ell d/b/a Gyrotonic R Houston 1210 West Clay Houston, Texas 77019	Tenant - Unit 22
Constance Braden d/b/a Houston Iyengar Yoga 1210 West Clay Houston, Texas 77019	Tenant - Unit 19
Dan Sudduth d/b/a 1 Office 1210 West Clay Houston, Texas 77019	Tenant - Units 1 and 2
Farrah Rhea Braniff 1210 West Clay Houston, Texas 77091	Tenant - Unit 18
GT Leach Construction 1210 West Clay Houston, Texas 77019	Tenant - Units 11, 12, 13, and 14

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES*Continuation Sheet No. 1*

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Hargrave Electric Company, Inc. P.O. Box 691729 Houston, Texas 77269-1729	Electrical Work and Materials Contract to be ASSUMED
Hope Stone Inc. 1210 West Clay Houston, Texas 77019	Tenant - Unit 26
James McElhaney and Kim McElhaney 1210 West Clay Houston, Texas 77019	Tenant - Unit 20
Kimberly Marler d/b/a Davenport & Novotny 1210 West Clay Houston, Texas 77019	Tenant - Units 3 and 4
Pepi Corporation Attn: Albert Pepi 1210 West Clay Houston, Texas 77019	Tenant - Unit 17

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES*Continuation Sheet No. 2*

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Randall Davis Company 1210 West Clay Houston, Texas 77019	Tenant - Unit 10
Sue Gorman Associates, LP 1210 West Clay Houston, Texas 77019	Tenant - Unit 7
The American Legion Southern Pacific Lines Post 416 1216 West Clay Houston, Texas 77019	Parking Lot Lease Contract to be ASSUMED
Tom Hair d/b/a Axiom Design 1210 West Clay Houston, Texas 77019	Tenant - Units 8, 9, and 16
	Tenant - Unit 6

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re Tribeca Lofts LP

Case No.

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$3,400,000.00		
B - Personal Property	Yes	4	\$110,759.00		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$2,237,248.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$74,979.13	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		14	\$3,510,759.00	\$2,312,227.13	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re Tribeca Lofts LP

Case No.

(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Gen. Partner, of the Limited Partnership, named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of

16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date 12/3/10

Signature

*Randall Davis, President of West Clay
Partners Inc, Gen. Partner of Tribeca*

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$772,250.00	Rental Income for 2008
\$729,548.00	Rental Income for 2009
\$509,045.00	Rental Income for 01/01/2001 through 10/31/2010

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$83,156.00	Tax and Insurance income for 2008
\$76,404.00	Tax and Insurance income for 2009
\$47,009.00	Tax and Insurance income for 01/01/2010 through 10/31/2010

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Berkadia Commercial Mortgage Attn: Pymt App - A 118 Welsh Road Horsham, PA 19044	09/08/2010, 10/01/2010, and 11/01/2010	\$68,998.62	\$2,237,248.00

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 1*

City of Houston - Municipal Courts P.O. Box 4996 Houston, Texas 77210-4996	10/14/2010	\$5,620.00	
Element Architects 1210 West Clay, #11 Houston, Texas 77019	10/27/2010	\$17,500.00	\$17,500.00
Hargrave Electric P.O. Box 691729 Houston, Texas 77269	11/01/2010	\$50,000.00	\$138,400.00
Mariette Arriga 16118 Lazy Ridge Road Houston, Texas 77053	09/21/2010, 10/22/2010, and 11/22/2010	\$7,653.98	
Randall Davis Company 1210 West Clay, Suite 10 Houston, Texas 77019	11/22/2010	\$7,800.00	\$3,000.00
Rolf Jensen & Associates, Inc. 600 Fulton Street, Suite 500 Chicago, IL 60661	09/21/2010	\$6,568.50	
SOI 5260 Parkway Plaza Blvd., Suite 140 Charlotte, NC 28217	10/14/2010, 10/27/2010, and 11/15/2010	\$17,542.83	
The PDC Group 14011 Park Drive, Suite 209 Tomball, Texas	10/27/2010	\$16,000.00	\$16,000.00

None

- c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Randall Davis Company 1210 West Clay, Suite 10 Houston, Texas 77019	12/04/2009 - 11/22/2010	\$29,000.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

- a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Wells Fargo Bank, Trustee, vs. Tribeca Lofts, LP, et al; Case 4:10-cv-03359	Receivership	US District Court Southern District of Texas Houston Division	Pending

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 2

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

- None List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

- None List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
HughesWattersAskanase, LLP 333 Clay Street, 29th Floor Houston, Texas 77002	10/26/2010	\$30,000

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 3*

None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts**None**

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes**None**

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs**None**

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person**None**

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Amy Meredit Ell d/b/a Byrontonic R. Houston 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce
Constance Braden d/b/a Houston Iyengar Yoga 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce
Dan Sudduth d/b/a 1 Office (2 units) 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$1,000 (\$500 for each Unit)	International Bank of Commerce
Hope Stone Inc. 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce
James McElhaney, Kim McElhaney 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 4*

Kimberly Marler d/b/a Kimmie Sports Studio (2 units) 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$1,000 (\$500 for each Unit)	International Bank of Commerce
Pepi Corporation Attn: Albert Pepi 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$1,000	International Bank of Commerce
Sue Gorman Associates, LP 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce
Tom Hair d/b/a Axiom Design (3 units) 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$1,500 (\$500 for each Unit)	International Bank of Commerce
Valorie Davenport d/b/a Davenport & Novotny 1210 West Clay Houston, Texas 77019	Security deposit for rent - \$500	International Bank of Commerce

15. Prior address of debtor

None

If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 5

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material.
 Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Jervon Young Randall Davis Company 1210 West Clay, Suite 10 Houston, Texas 77019	2005 to Present

None b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 6*

- None** c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Jevuon Young	Randall Davis Company 1210 West Clay, Suite 10 Houston, Texas 77019

- None** d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Berkadia Commercial Mortgage 118 Welsh Road Horsham, PA 19044	Every Fiscal Quarter

20. Inventories

- None** a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

- None** b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

- None** a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Margaret Weekley 1111 N. Post Oak Houston, Texas 77005	Limited Partner	24.75%
Randall Davis 1210 West Clay, Suite 10 Houston, Texas 77019	Limited Partner	49.5%
Richard Weekley 1111 N. Post Oak Houston, Texas 77005	Limited Partner	24.75%
West Clay Partners, Inc. 1210 West Clay, Suite 10 Houston, Texas 77019	General Partner	1%

- None** b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

- None** a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Tribeca Lofts LP

Case No. _____

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 7

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

24. Tax Consolidation Group

- None If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds

- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 12/03/10

Signature

Randall Davis, President of West Clay
Partners Inc, Gen. Partner of Tribeca

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 and 3571*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE: Tribeca Lofts LP

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
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Andrews Myers Coulter & Hayes, P.C. 3900 Essex Lane, Suite 800 Houston, Texas 77027	\$29,503.50
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Element Architects 1210 West Clay, No. 11 Houston, Texas 77019	\$17,500.00
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The PDC Group 14011 Park Drive, Suite 209 Tomball, Texas 77377	\$16,000.00
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Dakota Lofts 711 William Street Houston, Texas 77002	\$3,029.97
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Randall Davis Company 1210 West Clay Houston, Texas 77019	\$3,000.00
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TBG Partners 901 South MoPac Building 2, Suite 350 Austin, Texas 78746	\$1,537.19
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE: Tribeca Lofts LP

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS*Continuation Sheet No. 1*

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
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Century Air Conditioning P.O. Box 201864 Houston, Texas 77216	\$1,489.52
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Johnson Supply 10151 Stella Link Road Houston, Texas 77025	\$749.08
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Hogg Palace 401 Louisiana Houston, Texas 77002	\$678.00
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Konica Minolta Business Solutions 21146 Network Place Chicago, IL 60673-1211	\$592.17
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Namco Manufacturing P.O. Box 4355 Houston, Texas 77210-4355	\$250.77
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Reliant Energy P.O. Box 650475 Dallas, Texas 75265-0475	\$185.94
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Commercial Washer 2215 Congress Street Houston, Texas	\$170.06
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE: Tribeca Lofts LP

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS*Continuation Sheet No. 2*

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
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Plant Interscapes \$148.48
 5436 Babcock Road
 San Antonio, Texas 78249

Southwest Irrigation Systems, \$88.84
 Inc.
 PMB 401
 3350 Highway 6
 Sugar Land, Texas 77478

Message America \$39.33
 P.O. Box 682812
 Houston, Texas 77268

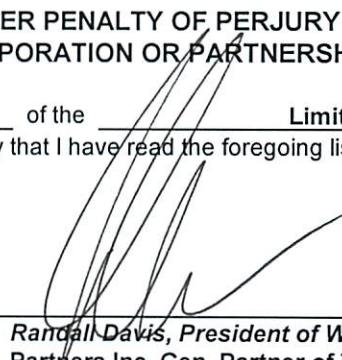
Safe Rent \$16.28
 P.O. Box 402453
 Atlanta, GA 30384-2453

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Gen. Partner of the Limited Partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 12/03/10

Signature:


*Randall Davis, President of West Clay
Partners Inc, Gen. Partner of Tribeca*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: Tribeca Lofts LP

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 12/03/10

Signature

*Randall Davis, President of West Clay
Partners Inc, Gen. Partner of Tribeca*

Date _____

Signature _____

Amy Meredt Ell
d/b/a Gyrotonic R Houston
1210 West Clay
Houston, Texas 77019

Andrews Myers Coulter & Hayes, P.C.
3900 Essex Lane, Suite 800
Houston, Texas 77027

Berkadia Commercial Mortgage
118 Welsh Road
Horsham, PA 19044

Century Air Conditioning
P.O. Box 201864
Houston, Texas 77216

Commercial Washer
2215 Congress Street
Houston, Texas

Constance Braden
d/b/a Houston Iyengar Yoga
1210 West Clay
Houston, Texas 77019

Dakota Lofts
711 William Street
Houston, Texas 77002

Dan Sudduth
d/b/a 1 Office
1210 West Clay
Houston, Texas 77019

Element Architects
1210 West Clay, No. 11
Houston, Texas 77019

Farrah Rhea Braniff
1210 West Clay
Houston, Texas 77091

GT Leach Construction
1210 West Clay
Houston, Texas 77019

Hargrave Electric Company, Inc.
P.O. Box 691729
Houston, Texas 77269-1729

Hogg Palace
401 Louisiana
Houston, Texas 77002

Hope Stone Inc.
1210 West Clay
Houston, Texas 77019

IRS, Special Procedures
1919 Smith STOP 5024HOU
Houston, TX 77002

James McElhaney and Kim McElhaney
1210 West Clay
Houston, Texas 77019

Johnson Supply
10151 Stella Link Road
Houston, Texas 77025

Kimberly Marler
d/b/a Davenport & Novotny
1210 West Clay
Houston, Texas 77019

Konica Minolta Business Solutions
21146 Network Place
Chicago, IL 60673-1211

Message America
P.O. Box 682812
Houston, Texas 77268

Namco Manufacturing
P.O. Box 4355
Houston, Texas 77210-4355

Pepi Corporation
Attn: Albert Pepi
1210 West Clay
Houston, Texas 77019

Plant Interscapes
5436 Babcock Road
San Antonio, Texas 78249

Randall Davis Company
1210 West Clay
Houston, Texas 77019

Reliant Energy
P.O. Box 650475
Dallas, Texas 75265-0475

Safe Rent
P.O. Box 402453
Atlanta, GA 30384-2453

SEC, Bankruptcy Section
500 West Madison, Ste. 1400
Chicago, IL 60661

Southwest Irrigation Systems, Inc.
PMB 401
3350 Highway 6
Sugar Land, Texas 77478

Sue Gorman Associates, LP
1210 West Clay
Houston, Texas 77019

TBG Partners
901 South MoPac
Building 2, Suite 350
Austin, Texas 78746

The American Legion
Southern Pacific Lines
Post 416
1216 West Clay
Houston, Texas 77019

The PDC Group
14011 Park Drive, Suite 209
Tomball, Texas 77377

Tom Hair
d/b/a Axiom Design
1210 West Clay
Houston, Texas 77019

U. S. Trustee
515 Rusk, Suite 3516
Houston, TX 77002

Valorie Davenport
d/b/a Davenport & Novotny
1210 West Clay
Houston, Texas 77019